

Rules of Association

Australian Labour and Employment Relations Association

An Association incorporated under the *Associations Incorporation Act 2015* (WA).
Rules with an amendment approved on 19 December 2019.

Part 1 – Preliminary

1. Definitions and interpretation

Definitions

1.1 In these Rules:

Act means the *Associations Incorporation Act 2015* (WA).

Applicable Laws includes but is not limited to the Act and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Committee means the governing body of the National Association established under these Rules.

Constituent Body Member means a person admitted to Constituent Body Membership.

Constituent Body Membership means that category of membership of the National Association having the eligibility criteria set out in Rule 5.3.

Corporations Act means the *Corporations Act 2001* (Cth).

Designated State or Territory Body means each of the following bodies:

- (a) The Industrial Relations Society of NSW;
- (b) The Industrial Relations Society of Queensland Inc;
- (c) The Industrial Relations Society of South Australia Incorporated (trading as ALERA (SA));
- (d) The Industrial Relations Society of Victoria;
- (e) The Industrial Relations Society of Western Australia (Incorporated);
- (f) The Industrial Relations Society of Tasmania;
- (g) The Australian Labour and Employment Relations Association – ACT Incorporated;
and
- (h) The equivalent body of the Northern Territory, when and if it is established.

Executive Member means a person admitted to Executive Membership.

Executive Membership means that category of membership of the National Association having the eligibility criteria set out in Rule 5.4.

Financial Year means a 12 month period beginning on 1 July and ending on 30 June.

General Meeting, of the Association, means a meeting of the National Association that all members are entitled to receive notice of and to attend;

Immediate Past President means the person, from time to time, who held the office of President immediately before the current President.

Life Member means a person admitted to Life Membership.

Life Membership means that category of membership of the National Association having the eligibility criteria set out in Rule 5.5.

National Association means the association incorporated under the Act and constituted by these Rules.

Office-bearers means those persons holding the positions named in Rule 16.1 from time to time.

President means the person elected to the office of president of the National Association in accordance with these Rules from time to time.

Regulations means the *Associations Incorporation Regulations 2016 (WA)*.

Rules means these rules, as amended and replaced from time to time.

Secretary means the person elected to the office of secretary of the National Association in accordance with these Rules from time to time.

Special Resolution means a resolution passed by the members at a General Meeting in accordance with section 51 of the Act;

Treasurer means the person elected to the office of treasurer of the National Association in accordance with these Rules from time to time.

Vice-President means a person elected to the office vice-president of the National Association in accordance with these Rules from time to time.

Interpretation

1.2 In this these Rules, unless the context otherwise requires:

- (a) headings are used only for convenience and do not affect interpretation;
- (b) the singular includes the plural and vice versa;
- (c) words of one gender include all other genders;
- (d) the word person includes a firm, a body corporate, an unincorporated association or an authority and vice versa;
- (e) the word including and other similar expressions are not and must not be treated as words of limitation; and
- (f) a reference to:
 - (1) these Rules includes any schedule, annexure or exhibit to them;
 - (2) a function includes a power, authority and duty;
 - (3) the exercise of a function includes, if the function is a duty, a reference to the performance of that duty; and

- (4) a day is to be interpreted as the period of time commencing at midnight and ending 24 hours later;
 - (5) anything (including any amount) is a reference to the whole and each part of it; and
 - (6) a group of persons is a reference to any one or more of them; and
- (g) if a period of time is specified and dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;
- 1.3 Where not inconsistent with Rule 1.2, the provisions of the Act apply to and in respect of these Rules in the same manner as those provisions would apply if these Rules were an instrument made under the Act.

Displacement of model rules

- 1.4 The model rules prescribed by the Act do not apply to the National Association and are displaced in full by these Rules.
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2. Name of association

The name of the National Association shall be the “Australian Labour and Employment Relations Association Incorporated”.

3. Objects and not-for profit nature of association

Objects

- 3.1 The objects of the National Association are to:
- (a) organise and foster discussions, research, education and publication within the field of industrial relations;
 - (b) represent the national interests, and coordinate the national activities, of Constituent Body Members, including by:
 - (1) administering the Journal of Industrial Relations, to enhance awareness and knowledge within the field of industrial relations;
 - (2) holding national professional development conferences relating to the field of industrial relations;
 - (3) awarding a national Service to Employment Relations award in recognition of individuals’ service within the field of industrial relations;
 - (c) liaise with international associations involved in the field of industrial relations, including by affiliating with such bodies as the Committee thinks appropriate and participating in the activities of such international associations;
 - (d) develop public awareness of and interest in all aspects of industrial relations and related issues and of their importance to and impact upon society;
 - (e) liaise with government departments and other organisations and agencies interested in the field of industrial relations;
 - (f) apply for and enter into arrangements, and conclude agreements, in relation to grants of any public moneys to assist the National Association in the furtherance of its objects;
 - (g) raise, receive, have, hold, administer and dispose of moneys in the form of subscriptions, donations, legacies, bequests or as a consequence of fundraising

activities of all types or otherwise received from any other source whatsoever;

- (h) employ, instruct and (subject to applicable law) dismiss such staff as from time to time may be required for the purposes or administration of the National Association; and
- (i) generally do such lawful things as are incidental or conducive to the attainment of the objects set out in this Rule 3.

Not-for-profit status

- 3.2 The property and income of the National Association must be applied solely towards the promotion of the objects or purposes of the National Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the National Association, except in good faith in the promotion of those objects or purposes.
- 3.3 A payment may only otherwise be made to a member out of the funds of the National Association if it is:
- (a) a payment in good faith to the member as reasonable remuneration for any services provided to the National Association, or for goods supplied to the National Association, in the ordinary course of business; or
 - (b) a payment of interest, on money borrowed by the National Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) a payment of reasonable rent to the member for premises leased by the member to the National Association;
 - (d) a payment to correct any overpayment of membership fees made to the National Association by the member; or
 - (e) a reimbursement of reasonable expenses properly incurred by the member on behalf of the National Association.
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4. Registered office

- (a) Subject to Rule 4(b), the location of the registered office of the National Association will be the place determined by the Committee from time to time which must be located in Western Australia.
 - (b) Rule 4(a) does not override the operation of the Act or Regulations to the extent that it (they) deem the National Association's registered office to be a different location for the purposes of certain prescribed circumstances.
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Part 2 – Membership

5. Membership qualifications

General

- 5.1 A person becomes a member of the National Association if the person is eligible for:
- (a) Constituent Body Membership pursuant to Rule 5.3;
 - (b) Executive Membership pursuant to Rule 5.4;
 - (c) Life Membership pursuant to Rule 5.5; or
 - (d) such other category of membership as is created in accordance with Rule 5.6, and the person has applied for membership of the National Association in accordance with

Rule 6.

- 5.2 Membership of the National Association entitles a person to such rights and privileges, carries such obligations and is subject to such terms, as are set out:
- (a) in these Rules, in the case of Constituent Body Membership, Executive Membership and Life Membership; or
 - (b) the resolution of the Committee creating the new category of membership, in the case of a category of membership created under Rule 5.6.

Eligibility for Constituent Body Membership

- 5.3 A person is eligible for Constituent Body Membership if the person is:
- (a) a Designated State or Territory Body; or
 - (b) such other representative body in the field of industrial relations which the Committee, with the unanimous approval of Committee members, determines is eligible for Constituent Body Membership,
- provided always that the Constituent Body Membership must not comprise of more than 1 Constituent Body Member from each State and Territory.

Eligibility for Executive Membership

- 5.4 A person is eligible for Executive Membership, if the person:
- (a) is a natural person;
 - (b) is a Committee member of a Constituent Body Member; and
 - (c) has been nominated for Executive Membership by that Constituent Body Member in accordance with the form required in Rule 6.1,

provided that, if appointed, the total number of Executive Members appointed as a result of nominations by that Constituent Body Member must not exceed that number that is unanimously resolved by the Constituent Body Members from time to time, and in the absence of such resolution, 4 Executive Members.

Life Membership

- 5.5 A person is eligible for Life Membership, if the person:
- (a) has made a significant and lasting contribution to industrial relations in Australia and the activities of the National Association; and
 - (b) has been nominated for Life Membership by a Constituent Body Member in accordance with Rule 6.2.

Other membership categories

- 5.6 The Committee may, with the unanimous approval of all Constituent Body Members, create one or more other categories of membership of the National Association having such eligibility criteria, possessing such rights, privileges and obligations and being subject to such terms, as the Committee, with the unanimous approval of Constituent Body Members, determines.

6. Application for membership

Form of application

- 6.1 To become a member, a person satisfying the eligibility criteria of a category of membership referred to in Rules 5.3 to 5.6, must complete and lodge with the Secretary an application in

the form approved by the Committee from time to time.

- 6.2 Where the application is for Life Membership the application must be completed and lodged by the Constituent Body Member nominating the person for Life Membership.
- 6.3 Applications for the category of membership referred to in Rule 5.4 or 5.6 must be supported by the nomination of a Constituent Body Member in the form approved by the Committee from time to time.
- 6.4 Where the application is for Executive Membership, the application must also be accompanied by the written consent of the applicant to act as Committee member in the form approved by the Committee from time to time.

Approval or rejection

- 6.5 The Secretary must refer applications for membership, other than Life Membership, to the Committee which must decide at the next Committee meeting whether to approve or reject the application.
- 6.6 The Committee must approve an application by:
- (a) a Designated State or Territory Body; and
 - (b) a person nominated by a Constituent Body Member for Executive Membership, provided that on taking up membership the person would not be a member of the Committee to whom Rule 16.19 applies.
- 6.7 The Secretary must refer applications for Life Membership to the next General Meeting which must decide whether to approve or reject the application.
- 6.8 Upon the Committee or General Meeting deciding to approve or reject an application for membership, the Secretary must, as soon as practicable after that decision, notify the applicant of that decision. If the decision is to approve the application, the Secretary must request (if applicable) that the applicant pay, within 28 days after receipt of the notification, the amount payable by the applicant on becoming a member under Rule 11.
- 6.9 An applicant for membership of the National Association becomes a member of the applicable category of membership when the application is approved and the applicant pays any membership fees payable to the National Association under Rule 11.

Entry in register

- 6.10 The Secretary must enter the applicant's name, category of membership and the other details set out in Rule 10.1 in the register of members within 28 days of the applicant becoming a member pursuant to Rule 6.9.
- 6.11 Subject to all Applicable Laws, if:
- (a) an applicant for Executive Membership is nominated by a Constituent Body Member; and
 - (b) where necessary to reduce the total number of Executive Members appointed as a result of nominations by that Constituent Body Member to the number permitted by Rule 5.4, another Executive Member nominated by that Constituent Body Member (**Relevant Committee Member**) has not first ceased to be an Executive Member,

the appointment will not take effect until immediately after a Relevant Committee Member has ceased to be an Executive Member in accordance with Rule 7.

7. Cessation of membership

General

- 7.1 A person ceases to be a member of the National Association if the person:
- (a) ceases to satisfy the eligibility criteria for membership relevant to that person's membership pursuant to Rules 5.2 to 5.6;
 - (b) being a natural person, dies;
 - (c) being an incorporated body, is wound up;
 - (d) resigns membership;
 - (e) is expelled from the National Association in accordance with Rule 13; or
 - (f) fails to pay an amount due under Rule 11 within 90 days after its due date.

Executive Membership

- 7.2 Without limiting Rule 7.1, a person ceases to be an Executive Member if:
- (a) the Constituent Body Member who nominated the Executive Member:
 - (1) ceases to be a Constituent Body Member of the National Association;
 - (2) notifies the Committee that it wishes to replace the person;
 - (b) the person ceases to be a Committee member of the Constituent Body Member who nominated the Executive Member; or
 - (c) the person's position as a Committee member is vacated pursuant to Rule 16.20.
- 7.3 A notification for the purposes of Rule 7.2(a)(2) must be in writing and lodged with the Secretary in a form approved by the Committee from time to time.
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8. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the National Association:

- (a) is not capable of being transferred or transmitted to another person; and terminates on cessation of the person's membership.
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9. Resignation of membership

- 9.1 A member is not entitled to resign from membership of the National Association except in accordance with this Rule 9.
- 9.2 A member who has paid all amounts payable by the member to the National Association may resign from membership of the association by first giving notice (of not less than 7 days or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- 9.3 If a person ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date the person ceased to be a member within 28 days after the cessation date.

10. Registers of members and Committee members

- 10.1 The Secretary must establish and maintain a register of members and Committee members of the National Association specifying the name, class of membership or nature of office (as applicable), start date of membership or appointment to office (as applicable), postal, residential or email address and any other matters required by Applicable Laws of each person who is such a member (each a **Register**).
- 10.2 The Registers must be kept at the registered office of the National Association.
- 10.3 The Registers must be open for inspection, free of charge, by any member of the National Association at the registered office of the National Association during the hours of 9.00am to 5.00pm Monday to Friday (excluding public holidays in Western Australia).
- 10.4 A member of the National Association may obtain a copy of any part of the Registers on written request and on payment of such fee as the Committee, acting in good faith, determines is reasonable for each page copied provided that the purpose for which the request is made is connected with the affairs of the association.
- 10.5 A member must not use information about a person obtained from a Register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a notice of meeting or other event relating to the National Association or other material relating to the National Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulations.

11. Fees and subscriptions

- 11.1 Each Constituent Body Member must pay to the National Association for each Financial Year of membership the annual membership fee determined in accordance with Rule 11.2 (**Constituent Body Fee**).
- 11.2 The Constituent Body Fee for each Financial Year is equal to a base amount determined by the Committee from time to time multiplied by the highest number of members of the Constituent Body Member at any time during the previous Financial Year. The base amount unless the Committee resolves otherwise is \$3.75.
- 11.3 A Constituent Body Member must pay its Constituent Body Fee:
- (a) for the first Financial Year of membership, on or before the date which is 28 days after the Constituent Body Member's application for membership is approved by the Committee; and
 - (b) for each subsequent Financial Year of membership thereafter, on or before 1 July of that Financial Year.
- 11.4 Unless the Committee, with the unanimous approval of Constituent Body Members, resolves otherwise, Executive Members and Life Members are not required to pay any fees or subscriptions in connection with their membership of the National Association.

12. Members' liabilities

The liability of a member of the National Association to contribute towards the payment of the debts and liabilities of the National Association or the costs, charges and expenses of the winding up of the National Association is limited to the amount, if any, unpaid by the member in respect of membership of the National Association as required by Rule 11.

13. Disciplining of members

Resolution by Committee

13.1 If the Committee is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of these Rules; or
- (b) has persistently acted in a manner prejudicial to the interests of the National Association

the Committee may, by resolution:

- (c) expel the member from the National Association; or
- (d) suspend the member from the rights and privileges of membership of the National Association for a specified period that the Committee may decide.

13.2 If the Committee passes a resolution under Rule 13.1, the Secretary must, as soon as practicable, serve a written notice on the member:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (1) attend and speak at that meeting; and
 - (2) submit to the Committee at or before the date of that meeting written representations relating to the resolution.
- (e) Subject to any requirements of the Act or Regulations, at a meeting of the Committee mentioned in Rule 13.2, the Committee must: give to the member mentioned in Rule 13.1 an opportunity to make oral representations;
- (f) give due consideration to any written representations submitted to the Committee by that member at or before the meeting; and
- (g) by resolution decide whether to confirm or to revoke the resolution of the Committee made under Rule 13.1.

13.3 If the Committee confirms a resolution under Rule 13.3, the Secretary must, within 7 days after that confirmation, by written notice, inform the member of that confirmation and of the member's right of appeal under Rules 13.6 to 13.11.

13.4 A resolution confirmed by the Committee under Rule 13.3 does not take effect:

- (a) until the end of the period within which the member is entitled to appeal against the resolution, if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal, unless and until the National Association confirms the resolution in accordance with Rule 13.9.

Right of appeal of disciplined member

13.5 A member may appeal to the National Association in General Meeting against a resolution of

the Committee that is confirmed under Rule 13.3, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- 13.6 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.7 On receipt of a notice from a member under Rule 13.6, the Secretary must notify the Committee which must call a General Meeting of the National Association to be held within 21 days after the date on which the Secretary received the notice.
- 13.8 Subject to any requirements of the Act or Regulations, at a General Meeting of the National Association called under Rule 13.8:
- (a) no business other than the question of the appeal may be transacted;
 - (b) the Committee and the member must be given the opportunity to make representations in relation to the appeal orally and in writing, or both; and
 - (c) the members present and entitled to vote must vote by secret ballot on the question of whether the resolution made under Rule 13.3 should be confirmed or revoked.
- 13.9 The appeal is to be determined by a simple majority of votes cast by members of the National Association.
- 13.10 If the meeting passes a resolution in favour of the confirmation of the resolution made under Rule 13.3, that resolution is confirmed, otherwise that resolution is of no effect whatsoever.

Part 3 – Committee

14. Name, powers and duties of the Committee

- 14.1 The name of the Committee shall be the “Committee of the Australian Labour and Employment Relations Association Incorporated”.
- 14.2 Subject to the Act, the Regulations and these Rules and to any resolution passed by the National Association in General Meeting, the Committee:
- (a) controls and manages the affairs of the National Association;
 - (b) may exercise all functions as may be exercised by the National Association, other than those functions that are required by these Rules to be exercised by the National Association in General Meeting; and
 - (c) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the National Association.
- 14.3 The Committee member must comply with the duties of their roles prescribed by any Applicable Laws.

15. Constitution and membership

- 15.1 The Committee is constituted by each person who has been admitted as an Executive Member.
- 15.2 Each Executive Member holds office as a Committee member until, subject to these Rules, that Executive Member ceases to be a member of the National Association in accordance with Rule 7.

16. Office-bearers and Committee members

Composition

- 16.1 The Office-bearers of the Committee of the National Association are:
- (a) the President;
 - (b) four Vice Presidents;
 - (c) the Secretary; and
 - (d) the Treasurer, each of whom is elected in accordance with this Rule 16, and
 - (e) the Immediate Past President, who shall maintain that position ex-officio for duration of the appointment of the current President.

Term

- 16.2 Unless the Committee unanimously resolves otherwise, each person appointed as an Office-bearer will hold that position for 1 calendar year, commencing 1 January. Election of Office-bearers
- 16.3 Elections for Office-bearer positions will take place at such meeting of the Committee as the Committee resolves from time to time.
- 16.4 Nominations of candidates for election as Office-bearers of the National Association (other than the Immediate Past President):
- (a) must be:
 - (1) made in writing in the form approved by the Committee from time to time;
 - (2) signed by the authorised representative of a Constituent Body Member; and
 - (3) accompanied by the written consent of the candidate to act as Office-bearer in the form approved by the Committee from time to time; and
 - (b) must be delivered to the Secretary not less than 7 days before the date fixed for the holding of the Committee meeting at which the election is to take place.
- 16.5 If insufficient nominations are received to fill the positions referred to in Rule 16.1, the candidates nominated are taken to be elected and further nominations are to be received at the next Committee meeting.
- 16.6 If insufficient further nominations are received, any vacant positions are taken to be casual vacancies.
- 16.7 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.8 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the Committee meeting in such usual and proper manner as the Committee may direct.
- 16.9 A person nominated as a candidate for election as an Office-bearer must be an Executive Member of the National Association.
- 16.10 The Committee may appoint any Committee member to fill a casual vacancy in the Office-bearer positions and that person will hold office in that role until the conclusion of the next

Annual General Meeting.

President, Vice-Presidents and Immediate Past President

16.11 The President must:

- (a) manage the National Association's affairs;
- (b) represent the National Association both nationally (including at annual conferences of the National Association) and internationally;
- (c) use best efforts to ensure that the National Association operates efficiently and in accordance with the objects mentioned in Rule 2;
- (d) be well informed about the activities and finances of the National Association;
- (e) subject to Rules 18.10 and 20.21, chair meetings of the Committee and National Association; and provide a President's report at Committee and Annual General Meetings of the National Association.

16.12 The Vice-Presidents and Immediate Past President must assist the President in the performance of the functions mentioned in Rule 16.11.

16.13 The Committee may nominate one or more of the Vice-President(s) to perform a function or functions of the President while the President is unavailable.

Secretary

16.14 The Secretary of the National Association must:

- (a) organise meetings of the Committee and National Association (liaising with relevant members) including preparing and disseminating the agenda and minutes and collating reports;
- (b) issue and distribute all notices required by these Rules;
- (c) maintain the register of members and other records of the National Association;
- (d) provide a copy of the Rules to each new member of the National Association.

16.15 The Secretary may, with the prior approval by resolution of the Committee, appoint an assistant Secretary from among those Committee members who are not Office-bearers to assist with the performance of his or her duties.

Treasurer

16.16 The Treasurer of the National Association must:

- (a) collect and receive all amounts owing to, and make all payments authorised by, the National Association, and
- (b) keep correct accounts and books showing the financial affairs of the National Association with full details of all receipts and expenditure connected with the activities of the National Association.

16.17 The Treasurer may, with the prior approval by resolution of the Committee, appoint an assistant Treasurer from among those Committee members who are not Office-bearers to assist with the performance of his or her duties.

Vacancies

16.18 In the event that a Committee member position becomes vacant, the National Association

must invite the Constituent Body Member who nominated the Executive Member whose Committee member position became vacant to nominate a replacement under Rule 6.

- 16.19 Where the Committee member whose position has become vacant held a position as an Office Bearer the person nominated as his or her replacement in accordance with Rule 16.18 will be deemed to have been elected to the same Office-bearer position.
- 16.20 A Committee member position becomes vacant if, the person holding that position:
- (a) ceases to be an Executive Member of the National Association;
 - (b) becomes bankrupt or personally insolvent;
 - (c) becomes a mentally or physically incapacitated person; becomes convicted of:
 - (1) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (2) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more;
 - (d) is absent without the consent of the Committee from three consecutive meetings of the Committee;
 - (e) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act; or
 - (f) is prohibited from being a Committee member under any other Applicable Laws.
- 16.21 Subject to the requirement for a quorum under Rule 18.6, the Committee may continue to act despite any vacancy in its membership.
- 16.22 If there are fewer Committee members than required for a quorum under Rule 18.6, the Committee may act only for the purpose of:
- (a) appointing Committee members under this Rule; or
 - (b) convening a General Meeting.

Payments to Committee members

- 16.23 A member of a Committee is entitled to be paid out of the funds of the National Association for any out-of-pocket expenses for travel and accommodation properly incurred in attending a Committee meeting, attending a General Meeting or otherwise in connection with performance of the Committee member's functions, in accordance with the reimbursement protocol as approved by resolution of the Committee from time to time.
- 16.24 Any payment to be made to a member of the Committee of the National Association that does not fall within the scope of payments made pursuant to Rule 16.23 must be approved by resolution of members in General Meeting.

17. Delegation by Committee to Advisory Committee

- 17.1 The Committee may establish such advisory committees as it considers appropriate to further the work of the National Association (each an **Advisory Committee**).
- 17.2 An Advisory Committee will be comprised of such of the Committee members as the Committee determines.

- 17.3 An Advisory Committee has the power to co-opt other members from among the National Association membership or the membership of any Constituent Body Member, provided always that a majority of the members of the Advisory Committee must be Committee members.
- 17.4 An Advisory Committee's powers will be limited to deliberating on matters relevant to the National Association's interests. No determination of an Advisory Committee is binding on the Committee unless expressly approved by the Committee.
- 17.5 An Advisory Committee is responsible to, and is under the control of, the Committee.
- 17.6 An Advisory Committee must meet as often as necessary to discharge its business, or as otherwise required by the Committee, and must report promptly to the Committee on its deliberations.
- 17.7 The Committee may dissolve an Advisory Committee if it considers it appropriate to do so.
- 17.8 Subject to these Rules, an Advisory Committee will meet together and regulate its proceedings as it thinks fit.
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18. Committee meetings and Out-of-session motions

Holding of Committee meetings

- 18.1 The Committee must meet at least 3 times in each calendar year at such place and time as the Committee may determine.
- 18.2 Additional meetings of the Committee may be convened by any member of the Committee.
- 18.3 A meeting of the Committee may be called or held using any technology that gives the members of the Committee as a whole a reasonable opportunity to participate in the meeting.

Notice

- 18.4 A written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 21 days (or such other period as a majority of the Committee members comprising at least one Committee member who is a nominee Executive Member of each Constituent Body Member) before the time appointed for the holding of the meeting.
- 18.5 Notice of a meeting given under Rule 18.4 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which a majority of the Committee members comprising at least one Committee member who is a nominee Executive Member of each Constituent Body Member agree to treat as urgent business.

Quorum

- 18.6 To establish a quorum for a Committee meeting, there must be:
- (a) at least 8 Committee members present; and
 - (b) of the Committee members referred to in paragraph (a), at least 75% of the Constituent Body Members must be represented through one or more Committee member(s), each of whom must be a nominee Executive Member of the Constituent Body Member.
- 18.7 For quorum purposes, a Committee member who participates in a meeting held in accordance with Rule 18.3 is treated as being present and entitled to vote at the Committee meeting.

- 18.8 No business is to be transacted by the Committee unless a quorum is present and if, within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time and (unless another place is communicated by written notice to the Committee members given not less than 7 days before the day to which the meeting is adjourned) at the same place.
- 18.9 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting is dissolved.

Chair

- 18.10 At a meeting of the Committee:
- (a) the President or, in the President's absence, a Vice-President elected by the Committee is to preside; or
 - (b) if the President and each Vice-President is absent or unwilling to act – 1 of the remaining Committee members as may be chosen by the members present is to preside.

Voting and decisions

- 18.11 Except where stated otherwise in these Rules or as required by the Act, questions arising at a meeting of the Committee or of any Advisory Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Advisory Committee present and entitled to vote at the meeting.
- 18.12 Subject to Rule 18.13, each member present at a meeting of the Committee or of any Advisory Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding at the meeting may exercise a second or casting vote.
- 18.13 If a Constituent Body Member has not appointed its full entitlement of Committee members, or less than its full entitlement are present at a meeting of the Committee, the Committee member appointed by that Constituent Body Member who is in attendance at the meeting (or if more than 1, the Committee member appointed by that Constituent Body Member who is most senior in age) will, in addition to his or her own vote, be entitled to cast the vote(s) of the absent Committee member(s) or the Committee member(s) who could have been in attendance had the Constituent Body Member appointed its full entitlement.
- 18.14 Subject to Rule 18.6, the Committee may act despite any vacancy on the Committee.
- 18.15 The Committee members may pass a resolution without a meeting of the Committee being held if a majority of the Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document referred to in this Rule 18.15 may be used for signing by Committee members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Committee member signs.

Attendance at Committee meetings

- 18.16 The Committee may by majority resolution approve the invitation of one or more persons other than Committee members, who may or may not be members of a Constituent Body Member, to attend all or part of a Committee meeting and address, but not vote at, the meeting.

Out-of-session Motions or Resolutions

- 18.17 A person who is a member of the Committee of the National Association may, outside of meetings of the Committee, propose a motion or resolution by distributing such motion or resolution by email to other persons who are members of the Committee (**Out-of-session Motion**). An Out-of-session Motion need not be seconded and will be considered as

approved when a majority of Committee members indicate support of such motion by email, per reply to all.

Minutes of Committee meetings

- 18.18 The Committee must ensure that minutes are taken and kept of each Committee meeting, which record:
- (a) the names of the Committee members present at the meeting;
 - (b) the name of any person invited to attend the meeting by the Committee pursuant to Rule 18.16;
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- 18.19 The minutes of a Committee meeting must be entered in the National Association's minute book within 30 days after the meeting is held.
- 18.20 The chair of the meeting must ensure that the minutes of a Committee meeting are reviewed and signed as correct by the chair of the meeting or the chair of the next Committee meeting.
- 18.21 When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence of the matters recorded in the minutes.
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Part 4 – General Meetings

19. Annual General Meetings

Holding of Annual General Meetings

- 19.1 The National Association must, at least once in each calendar year and within 6 months after the end of each Financial Year of the National Association, hold an annual General Meeting of its members (**Annual General Meeting**).
- 19.2 The time period specified in this Rule 19 has effect subject to the Commissioner appointed under the Act granting an extension of time.

Calling of and business of Annual General Meetings

- 19.3 Subject to Rule 19 and the Act, each Annual General Meeting of the National Association must be convened on such date and at such time and place (or if the meeting is to be held in 2 or more places, using such technology to facilitate this) as the Committee considers appropriate.
- 19.4 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the President a report on the activities of the National Association during the preceding Financial Year;
 - (c) to receive and consider any financial statement or report required to be submitted to members under the Act;
 - (d) to elect the Office-bearers of the National Association and other Committee members;

- (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- 19.5 The fact that a meeting is an Annual General Meeting must be specified in the notice calling it.
- 19.6 An Annual General Meeting must be conducted in accordance with the provisions of this Part 4 that relate to General Meetings.
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20. General meetings

Calling of General Meetings

- 20.1 The Committee may, whenever it considers appropriate, convene a General Meeting of the National Association.
- 20.2 The Committee must, on the requisition in writing of not less than two Constituent Body Members, call a General Meeting of the National Association.
- 20.3 A requisition under Rule 20.2:
- (a) must state the purpose or purposes of the proposed meeting;
 - (b) must be signed by the Constituent Body Members making the requisition;
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Constituent Body Members making the requisition.
- 20.4 The Committee must, on the requisition in writing of at least 20% of members (being a percentage of the total combined members of the National Association), call a General Meeting of the National Association.
- 20.5 A requisition under Rule 20.4:
- (a) must state the purpose or purposes of the proposed meeting;
 - (b) must be signed by a nominee of the members and name the members requisitioning the meeting; and
 - (c) must be lodged with the Secretary.
- 20.6 If the Committee fails to call and convene a General Meeting within 1 month after that date on which a requisition under Rule 20.2 or Rule 20.4 for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may call a General Meeting to be held not later than 3 months after that date.
- 20.7 A General Meeting called pursuant to a requisition under Rule 20.2 or Rule 20.4 must be called in a manner which as nearly as practicable conforms with the manner in which General Meetings are called by the Committee.

Technology

- 20.8 A General Meeting may be called or held using any technology that gives the members as a whole a reasonable opportunity to participate in the meeting.

Body corporate representatives

- 20.9 With the exception of Constituent Body Members which, subject to Rule 20.10, must appoint one or more of its nominated Executive Member(s) as its representative, a

member which is a body corporate may appoint an individual as a representative to exercise all or any of the powers the member may exercise at a meeting of the National Association. The appointment may:

- (a) be a standing one; and
- (b) set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

20.10 A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.

20.11 Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

Notice

20.12 Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the National Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting, the right of the member to attend and (if applicable) vote at the meeting, and the nature of the business proposed to be transacted at the meeting.

20.13 If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the National Association, the Secretary must, at least 28 days before the date fixed for the holding of the General Meeting, give notice to each member specifying, in addition to the matters required under Rule 20.12, the intention to propose the resolution as a Special Resolution and setting out the wording of the proposed Special Resolution.

20.14 Except with the unanimous consent of Constituent Body Members, no business other than that specified in the notice calling a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 19.4.

20.15 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

Quorum

20.16 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

20.17 At least 75% of Constituent Body Members (each represented through one or more Committee member(s) each of whom must be an Executive Member nominated by that Constituent Body Member) must be present in person (or by means of technology permitted in accordance with Rule 20.8) for a quorum for the transaction of the business of a General Meeting.

20.18 For quorum purposes:

- (a) a member who participates in a General Meeting held in accordance with Rule 20.8 is treated as being present and entitled to vote at the meeting; and
- (b) a person attending a General Meeting as a proxy for or as representative of, a member that is a body corporate is treated as being a member.

20.19 No business is to be transacted at a General Meeting of the National Association unless a quorum is present. If within 30 minutes after the appointed time for the General Meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is dissolved; and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is communicated by written notice to the Committee members given not less than 7 days before the day to which the meeting is adjourned) at the same place.

20.20 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present, provided they comprise at least 50% of Constituent Body Members, shall form a quorum.

Chair of meeting

20.21 The President or, in the President's absence, the Vice-President nominated by the President, is to preside as chair at each General Meeting of the National Association.

20.22 If the President and the Vice-President are absent or unwilling to act, the members present must elect one an Executive Member present to preside as chair at the meeting.

Adjournment

20.23 The chair of a General Meeting at which a quorum is present may, with a majority vote of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

20.24 If a General Meeting is adjourned, the Secretary must give written notice of the adjourned meeting to each member of the National Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Voting and decision making

20.25 Subject to Rule 20.28, on any question arising at a General Meeting of the National Association:

- (a) each Constituent Body Member has one vote only; and
- (b) no Executive Member or Life Member is entitled to vote.

20.26 All votes must be given personally or by proxy.

20.27 In the case of an equality of votes on a question at a General Meeting, the chair of the meeting is entitled to exercise a casting vote.

20.28 A member or proxy is not entitled to vote at any General Meeting of the National Association unless all money due and payable by the member (or in the case of a proxy, the member who appointed the proxy) to the National Association has been paid.

20.29 A question arising at a General Meeting of the National Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chair of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the National Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

20.30 At a General Meeting of the National Association, a poll may be demanded by chair of the meeting or by not less than 3 members present in person or by proxy and entitled to vote at the meeting.

20.31 If the poll is demanded at a General Meeting, the poll must be taken:

- (a) immediately if the poll relates to the election of the person to chair the meeting or to the question of an adjournment; or
- (b) in any other case - in the way and at the time before the close of the meeting that the chair directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

20.32 The National Association may pass a resolution without a General Meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document referred to in this Rule 20.32 may be used for signing by members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member signs and such procedure is in addition to and does not detract from, the power to propose and accept motions or resolutions out-of-session, in accordance with the rule entitled "Out-of-session Motions or Resolutions" in these Rules.

Special Resolutions

20.33 The National Association may only pass a Special Resolution if:

- (a) the resolution is passed at a General Meeting, being a meeting of which at least 28 days' notice, accompanied by notice of intention to propose the resolution as a Special Resolution, has been given to members; and
- (b) it is passed by 75% of the members who, being entitled to vote, vote in person or by proxy at the meeting.

Attendance at Committee meetings

20.34 A Constituent Body Member may invite one or more persons, who are members of a Constituent Body Member, to attend all or part of a General Meeting of the National Association, but the person must not vote at or, without the approval of a majority of the Constituent Body Members address, the meeting.

Appointment of proxies

20.35 Each member is entitled to appoint another member as proxy by notice given to the Secretary in the form approved by the Committee from time to time no later than 24 hours before the time of the meeting for which the proxy is appointed.

Part 5 – General

21. Insurance

The National Association may from time to time effect and maintain insurance appropriate for the activities which are undertaken by the National Association in accordance with its objects.

22. Funds

Source

22.1 funds of the National Association are to be derived from subscriptions, donations, legacies, bequests, as a consequence of fundraising activities or other activities consistent with its objects and, subject to any resolution passed by the National Association in General Meeting, such other sources as the Committee determines.

22.2 All money received by the National Association must be deposited as soon as practicable and without deduction to the credit of the National Association's bank or other authorised deposit-taking institution account.

- 22.3 The National Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Management

- 22.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Office-bearers.
- 22.5 The Committee must decide on the responsible financial management of the National Association including:
- (a) any suitable written delegations of power to a committee, a director, an employee of the National Association or any other person as may be appropriate; and
 - (b) how money will otherwise be managed such as:
 - (1) appropriate financial controls;
 - (2) record keeping;
 - (3) how funds can be raised; and
 - (4) keeping finances secure.
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23. Auditor

- 23.1 The Committee must appoint an auditor who shall audit and certify the financial statements of the National Association for each Financial Year.
- 23.2 If there is a casual vacancy in the appointment of an auditor, it shall be filled by resolution of the Committee.
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24. Change of name, objects and Rules

The following may only be changed by way of Special Resolution (except insofar as permitted under the Act):

- (a) these Rules (including any addition, alteration, or rescission of any Rule or Rules);
 - (b) the objects of the National Association; and
 - (c) the name of the National Association.
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25. Affiliation

The Committee may:

- (a) make application for affiliation with such organisations and associations (each an **Affiliate**) as the Committee in its absolute discretion from time to time considers appropriate;
 - (b) elect a representative or representatives to attend meetings of each such Affiliate; and
 - (c) invite a representative or representatives from each such Affiliate to attend any meetings of the National Association.
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26. Common seal

- 26.1 The common seal of the National Association must be kept in the custody of the Secretary.
- 26.2 The common seal must not be attached to any instrument except by the authority of the Committee and the attaching of the common seal must be attested by the signatures of 2 Office-bearers.
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27. Custody of books and securities

Subject to the Act, the Regulations and these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the National Association, and any securities of the National Association.

28. Inspection of books

- 28.1 The records, books and other documents of the National Association must be open to inspection, free of charge, by any member of the National Association at the registered office of the National Association during the hours of 9.00am to 5.00pm Monday to Friday (excluding public holidays in Western Australia).
- 28.2 A member of the National Association may obtain a copy of any part of the records, books or other documents of the National Association on written request and on payment of such fee as the Committee, acting in good faith, determines is reasonable for each page copied provided that the purpose for which the request is made is connected with the affairs of the association.
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29. Service of notices

- 29.1 For the purpose of these Rules, a notice may be served on or given to a person:
- (a) by delivering it to the person personally;
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving of notices.
- 29.2 For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
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30. Surplus property

If upon the winding up or dissolution of the National Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid

to or distributed among the members or former members. The surplus property must be given or transferred to other institutions with similar objects to the National Association that are charitable at law and which have rules prohibiting the distribution of assets and income to their members.

31. Circumstances not provided for

If any circumstances arise as to which these Rules are silent or are incapable of taking effect or being implemented according to their strict provisions, the Committee shall, subject to the Act and any direction from time to time given to it by resolution of its members, have power to determine what action may be taken to best give effect to the objects of the National Association and ensure its efficient administration and every act of the Committee bona fide resolved upon pursuant to this Rule shall be as valid and effectual as if specifically authorised by these Rules.

32. Dispute Resolution

- 32.1 The dispute resolution procedure in this Rule 32 is available only for disputes between
- (a) members of the National Association; or
 - (b) one or more members of the National Association, and the National Association.
- 32.2 The dispute resolution procedure in this Rule 32 is not available in respect of disputes which have been or can be the subject of dispute resolution procedures under the Rules or applicable governing legislation of any Designated State or Territory Body.
- 32.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 32.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 32.3, any party to the dispute may start the dispute resolution procedure by giving written notice to the Secretary of —
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- 32.5 Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- 32.6 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the Committee meeting is held.
- 32.7 The notice given to each party to the dispute must state —
- (a) when and where the Committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- 32.8 At the Committee meeting at which a dispute is to be considered and determined, the Committee must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and

- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

- 32.9 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- 32.10 The Committee may require that a Committee meeting under this Rule 32 is held, and any attendance at or submission to any Committee meeting by any party is made, using any technology consented to by all the Committee members under Rule 18.3;
- 32.11 For the avoidance of doubt, the Committee may, in determining a dispute, pass a resolution under Rule 13.1 in respect of any one or more members.